

EXHIBIT J



John S. Barry
Direct 212.908.6468
jbarry@kenyon.com

One Broadway
New York, NY 10004-1050
212.425.7200
Fax 212.425.5288

Internal Memorandum

To: Charles R. Brainard
cc: Robert T. Tobin
Mahendra Dalia
From: John S. Barry
Re: CRB's Compensation for FY 2004
Date: March 31, 2004

In accordance with the agreement you signed with Bob Tobin, in addition to receiving Of Counsel compensation of \$525,000 for FY 2004, you have elected to begin receiving payment of your Memo Account, CPI, and capital amounts beginning this fiscal year. The gross amounts are as follows:

Memo Account	\$2,099,387
Urban CPI	\$304,619
Capital	\$244,001
Total	\$2,648,007

These monies will be paid to you on a semi-monthly basis over the next 5 years (120 payments). The semi-monthly amounts to be paid are as follows:

Memo Account	\$17,494.89
Urban CPI	\$2,538.49
Capital	\$2,033.34
Total	\$22,066.72

Since we were already behind in paying you these monies which should have commenced on 10/15/03, on March 15th we paid you a retroactive amount of \$220,667.20 for the period 10/1/03 to 2/29/04 (10 payments @ \$22,066.72). Going forward you will be paid \$22,066.72 on a semi-monthly basis, in addition to any Of Counsel payments you are entitled.

Should you have any questions, please let me know.